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November 18, 2009

Federal Communications Commission
Wireline Competition Bureau
P.O. Box 979091
St. Louis, MO 63197-9000

Re: *Application for Commission Consent to Transfer of Control of Section
214-Authorized Interstate Carriers from NuVox, Inc. to Windstream
Corporation*

To Whom It May Concern:

Enclosed please find an original and 5 copies of an application for Commission consent to the transfer of control of the Section 214-authorized subsidiaries of NuVox, Inc. ("NuVox," FRN 0004319414) from NuVox to Windstream Corporation (FRN 0014400220) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214.

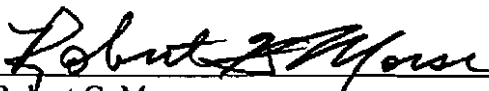
Pursuant to Section 63.04(b) of the rules, this application is submitted as a consolidated domestic and international Section 214 transfer of control application, and a copy has been filed concurrently with the International Bureau via the International Bureau Filing System. Enclosed is a completed FCC Form 159 and a check for \$1015.00, payable to the Federal Communications Commission.

Please contact Kenneth D. Patrich at (202) 783-4141 if there are questions concerning this application.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By:


Robert G. Morse

Enclosures

**Before the
Federal Communications Commission
Washington, DC 20554**

In the Matter of)	
)	
NuVOX, INC.,)	File No. ITC-T/C-_____
Transferor)	
)	WC Docket No. _____
and)	
)	
WINDSTREAM CORPORATION,)	
Transferee)	
)	
Applications for Transfer of Control of)	
Domestic and International Authorized)	
Carriers Under Section 214 of the)	
Communications Act, as Amended)	

To: International Bureau
Wireline Competition Bureau

APPLICATIONS FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24(e) of the rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24(e), NuVox, Inc. ("NuVox" or "Transferor") and Windstream Corporation ("Windstream" or "Transferee") (together "Applicants") seek consent of the Federal Communications Commission ("FCC" or the "Commission") for the transfer of ultimate control of NuVox and its authorized subsidiaries from NuVox to Windstream. Both NuVox and Windstream have local exchange and non-dominant interexchange carrier subsidiaries authorized by the Commission to provide international and domestic interstate telecommunications services. A domestic Section 214 supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A. The international Section 214 application is eligible for streamlined processing

pursuant to Section 63.12 of the Commission's Rules.¹ Applicants do not seek streamlined processing of the domestic Section 214 application but, nonetheless, request expedited review and action.

I. THE APPLICANTS

A. WINDSTREAM CORPORATION (FRN 0014400220). Windstream, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified communications and entertainment company that is publicly traded on the New York Stock Exchange ("NYSE"). Windstream, through its subsidiaries, provides local and long distance telephone services to approximately three million residential and business access lines, broadband and high-speed data services to more than one million customers, and video services through a partnership with DISH. Windstream's markets are primarily located in rural areas in 16 states.² Through subsidiaries, Windstream provides incumbent local exchange ("ILEC") service to approximately 3 million access lines, and Windstream Communications, Inc. ("Windstream Communications") provides long distance services throughout Windstream's local exchange markets as well as competitive local exchange ("CLEC") service in a number of states in which its incumbent affiliates provide ILEC service.

B. NUVOX, INC. (FRN 0004319414). NuVox, Inc. is a privately-held Delaware corporation headquartered in Greenville, South Carolina.³ Through its operating subsidiaries,

¹ 47 C.F.R. § 63.12.

² These states are as follows: Alabama, Arkansas, Florida, Georgia, Kentucky, Mississippi, Missouri, Nebraska, North Carolina, New York, New Mexico, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. All access line figures herein are as of September 30, 2009.

³ Currently, there are two (2) investors that hold 10% or more of the total outstanding stock of NuVox: (1) M/C Venture Partners V, L.P. and its affiliates; and (2) NSHI Ventures LLC. No other person or entity currently holds 10% or more of the outstanding stock of NuVox.

NuVox has operations in numerous small and medium-sized markets throughout 16 contiguous Midwestern and Southeastern states. The company is an integrated communications provider of voice and data telecommunications services with approximately 90,000 business customers. NuVox's largest operating subsidiary, NuVox Communications, Inc., provides interexchange and competitive local exchange telecommunications services in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Other NuVox operating subsidiaries provide interexchange and competitive local exchange telecommunications services in the following states: Arkansas, Illinois, Indiana, Kansas, Missouri, Ohio and Oklahoma.⁴ NuVox also provides interstate virtual private line services to a *de minimis* number of customer locations located outside of its 16 state CLEC footprint.

NuVox holds, directly or indirectly, a 100 percent interest in the following carrier subsidiaries (together with FRN), each of which is a Delaware corporation:

NuVox Communications of Arkansas, Inc. (0004944187)
NuVox Communications of Illinois, Inc. (0004944302)
NuVox Communications of Indiana, Inc. (0004946091)
NuVox Communications of Kansas, Inc. (0004944229)
NuVox Communications of Missouri, Inc. (0004944245)
NuVox Communications of Ohio, Inc. (0004945457)
NuVox Communications of Oklahoma, Inc. (0004944260)
NuVox Communications, Inc. (0004947545)

⁴ These subsidiaries are all listed in the paragraph immediately below. NewSouth Communications of Virginia, Inc. (FRN 00004319414), a Virginia corporation that is wholly owned by NuVox Communications, Inc., is authorized to provide telecommunications services in Virginia but currently does not provide service.

II. DESCRIPTION OF THE TRANSACTION

On November 2, 2009, NuVox and Windstream signed an Agreement and Plan of Merger (the "Agreement") providing for Windstream's ultimate acquisition of all of the shares of and sole controlling interest in NuVox (the "Transaction"). Under the terms of the Agreement, NuVox will merge with Night Merger Sub, Inc. ("Newco"), a Delaware corporation and wholly-owned subsidiary of Windstream. Upon consummation of the merger, the separate corporate existence of Newco will cease and NuVox will continue as the surviving corporation in the merger as a subsidiary of Windstream. In accordance with Delaware law, all of the rights, privileges, powers, immunities, purposes and franchises of Newco and the NuVox will vest in the surviving corporation and all of the debts, liabilities, obligations and duties of Newco and NuVox will become the debts, liabilities, obligations and duties of the surviving corporation.

The current customers of the NuVox subsidiaries subject to the Transaction will remain customers of those subsidiaries. Accordingly, the Transaction will be virtually transparent to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.

Closing of the Transaction is contingent upon, among other things, receipt of the necessary regulatory approvals from the Commission and other governmental and shareholder approvals. Because the existing stockholders of Windstream will control NuVox upon consummation of the Transaction, such transfer of control will result in a substantial change in the ultimate control over NuVox and its subsidiaries holding Commission licenses and authorizations. Diagrams illustrating the Transaction are attached at Exhibit B.

III. PUBLIC INTEREST STATEMENT

This Transaction will serve the public interest. Pursuant to Sections 310(d) and 214 of the Communications Act of 1934, as amended, control of the subject licensees and authorized

carriers may not be transferred unless the Commission finds "that the public interest, convenience and necessity will be served thereby."⁵ The first step in the public interest analysis is an evaluation of the Transferee's qualifications. In evaluating the Transferee's qualifications, "the Commission may not consider whether the public interest, convenience, and necessity might be served by the transfer...of the permit or license to a person other than the proposed transferee."⁶ Windstream is legally, technically and financially qualified to acquire control of the authorized carriers at issue in the instant applications.

A. Public Interest Benefits of the Merger

Commission approval of the Transaction would clearly serve the public interest. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences, and dynamic change. The creation of Windstream in 2006 established an independent, stand-alone wireline-centric corporation that serves the public interest by focusing squarely on enhancing local wireline operations primarily in rural areas.⁷ With this Transaction, Windstream will strengthen its position as a CLEC outside of its ILEC footprint, giving it entry as a competitor in new small and medium-sized markets. Combining NuVox with Windstream will enable Windstream's subsidiaries to offer, and NuVox to continue to offer, an even broader range of high quality services to NuVox's business customers, making the combined entity a more potent competitor to dominant ILECs operating in the newly acquired markets.

⁵ 47 U.S.C. §§ 214, 310(d).

⁶ *Id.* § 310(d).

⁷ Windstream was formed on July 17, 2006 through the spin-off of ALLTEL Corporation's landline business and its merger with Valor Communications Group.

The Transaction will enhance Windstream's ability to offer a wide range of quality communications services. With the Transaction, Windstream, through the NuVox subsidiaries, will serve approximately 90,000 additional local exchange business customers throughout complementary markets in 16 states across the Southeast and Midwest. NuVox's complementary footprint, moreover, will allow Windstream's subsidiaries to strengthen their presence across those markets, providing expanded reach to focus on small and medium business growth opportunities. NuVox will realize significant synergies and efficiencies by operating as part of Windstream's expanded operations. Windstream will increase NuVox's ability to deploy and maintain innovative and advanced telecommunications offerings, benefiting consumers and serving the public interest, convenience, and necessity. Windstream will also gain important business and operational expertise for its strategy to grow its enterprise business, both within and outside of its traditional ILEC footprint.

The efficiencies and economies of scale resulting from the Transaction will improve the combined company's economic viability and, thus, its ability to continue to attract financing to invest in and offer new and innovative services. The Transaction will also provide the Applicants with access to each other's advanced network capabilities, technical and financial strengths, and complementary services, which together are expected to strengthen the Applicants' ability to invest in and expand their offerings and provide more advanced services to a broader customer base. After consummation of the Transaction, NuVox will have greater access to new technologies and facilities as a subsidiary of Windstream than NuVox would have standing alone. For example, the combined company will be better able to make advanced services available throughout NuVox's markets, as well as other company-wide initiatives/products.

The Transaction will enable NuVox's customers to benefit from innovative products offered by both Applicants. Windstream has deployed broadband services throughout nearly all of its markets, and NuVox has deployed broadband services throughout its own. The combined enterprise will be able to achieve greater economies of scale and scope than NuVox would have operating independently. NuVox customers will also benefit from the expanded resources Windstream will make available for new business opportunities, permitting the development and deployment of innovative new products.

B. The Transaction Will be Seamless to Subscribers

But for a possible brand name change, the Transaction will be seamless to NuVox customers. The Transaction will not adversely affect – and if anything, will improve – the already high level and quality of service that NuVox customers currently receive. The Transaction itself will not otherwise adversely affect the rates for service that customers currently experience.⁸ Finally, current NuVox customers will remain customers of the same NuVox subsidiaries.⁹

C. The Transaction Poses No Competitive Risks for the Domestic Interstate Market and Approval Is Consistent with Commission Precedent

The Transaction will not result in harm to competition in any relevant market and will yield tangible public interest benefits. Given the increasingly competitive nature of the interstate

⁸ In view of the current rapidly changing communications market, any provider must constantly review its pricing strategies and product mix to respond appropriately to marketplace demands. While rates, terms, and conditions will be the same immediately after the Transaction as immediately before the Transaction, prices and product mix necessarily will change over time in the normal course of business and pursuant to standard regulatory and legal processes.

⁹ The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with Commission procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as the Transaction does not involve any change in a customer's existing service provider. NuVox customers will remain with their respective carriers.

telecommunications market, the Applicants are seeking to complete the Transaction as soon as possible in order to ensure that customers and Applicants can rapidly obtain the benefits that will be generated by the combined companies.

1. Applicants Have a Miniscule Share of the Domestic Interstate Interexchange Market

NuVox and Windstream presently have a miniscule share of the domestic interstate interexchange market and are regulated as nondominant in that market.¹⁰ The Commission has already determined that combinations between nondominant carriers resulting in less than 10 percent market share of the interstate interexchange market are “extremely unlikely [to] result in a public interest harm” and “unlikely to raise public interest concerns.”¹¹ The Applicants’ combined market share will fall well below that threshold.¹²

¹⁰ See 47 C.F.R. § 63.01; *Regulatory Treatment Of LEC Provision Of Interexchange Services Originating In The LEC’s Local Exchange Area and Policy And Rules Concerning The Interstate, Interexchange Marketplace*, 12 FCC Rcd. 15756, ¶ 163 (1997) (establishing criteria for independent ILECs to be eligible for nondominant regulatory treatment).

¹¹ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 30 (2002) (“*Domestic Streamlining Order*”) (citing to U.S. Dept. of Justice and Federal Trade Commission Horizontal Merger Guidelines, § 1.51 n.18).

¹² Commission data indicate that in 2006 U.S. telecommunications carriers reported over \$31 billion in interstate toll revenues. Windstream expects that figure may have decreased somewhat in the years since. But as Windstream’s total 2008 revenues for *all* of its services – including local voice, broadband, and long distance voice – amount to about \$3 billion, it is safe to presume that its share of the interstate interexchange market falls well below 10 percent of the total. See *Trends in Telephone Service*, Industry Analysis and Technology Division, at Table 9-2 (WCB Aug. 2008) (“*2008 Trends Report*”). Similarly, with respect to international long distance service, for that same year the Commission reported that Windstream’s \$246 million in international resale revenues constituted only 4.04 percent of the total of pure international resale revenues – a figure that *excludes* the over \$8 billion of international revenues generated by facilities-based services. See *id.* at Tables 6-4 and 6-5.

2. Applicants Have Only *De Minimis* ILEC-CLEC Overlaps and No ILEC-ILEC Adjacencies

With respect to the Applicants' ILEC markets, the Commission has found that where mergers between non-BOC ILECs result in *de minimis* overlaps and no or only minimal adjacencies between ILEC markets where the adjacent exchanges are very small, "no harm to competition is likely to occur."¹³ As neither NuVox nor its subsidiaries are ILECs in any of their markets, the Transaction involves *no* ILEC adjacencies.¹⁴ Moreover, the Transaction results in only *de minimis* ILEC-CLEC overlaps in three discrete geographic areas where Applicants

¹³ See *Joint Applications of Global Crossing Ltd. and Citizens Communications Co.*, 16 FCC Rcd. 8507, ¶ 9 (CCB, CSB, WTB 2001) ("*Global Crossing-Citizens*"). Indeed, the Commission has approved mergers between smaller ILECs where the mergers resulted in the loss of a competitor in an exchange area. See *Joint Applications of Telephone and Data Systems, Inc. and Chorus Communications, Ltd.*, 16 FCC Rcd. 15293, ¶¶ 8-9 (CCB, WTB 2001) ("*TDS-Chorus*"). The Commission approved Windstream's acquisitions of CT Communications, D&E Communications and its pending acquisition of Lexcom in light of these precedents. See Public Notice, WC Docket No. 09-172, DA 09-2394 (WCB rel. Nov. 6, 2009) ("*Windstream-Lexcom*") (citing *Global Crossing-Citizens* and *TDS-Chorus* in concluding that the transfer of control of CTC to Windstream "will serve the public interest, convenience and necessity"); Public Notice, WC Docket No. 09-79, DA 09-1729 (WCB rel. July 31, 2009) ("*Windstream-D&E*") (citing *Global Crossing-Citizens* in concluding that the transfer of control of CTC to Windstream "will serve the public interest, convenience and necessity"); Public Notice, WC Docket No. 07-127, DA 07-3580 (WCB rel. Aug. 10, 2007) (citing *Global Crossing-Citizens* and *TDS-Chorus* in concluding that the transfer of control of CTC to Windstream "will serve the public interest, convenience and necessity") ("*Windstream-CTC*"). See also *Applications Filed for the Transfer of Control of Embarq Corporation to CenturyTel, Inc.*, Memorandum Opinion and Order, 24 FCC Rcd. 8741, ¶¶ 16-19 (2009) ("*Embarq-CenturyTel*") (citing *TDS-Chorus* in "find[ing] that the proposed transaction is unlikely to harm competition or potential competition in those local markets where the Applicants currently compete"); *Madison River Communications Corp.*, Public Notice, WC Docket No. 07-03, DA 07-125, at 1-3 (rel. Jan. 19, 2007) (transferee provided competitive access service in transferor's ILEC territory in one state) ("*Madison River*"), *granted*, Public Notice, DA 07-744 (rel. Feb. 20, 2007) ("*Madison River Grant*").

¹⁴ NuVox is a CLEC in markets adjacent to certain Windstream ILEC markets in a number of geographic areas. As the Commission explained in its *Domestic Streamlining Order*, public interest concerns under the Commission's streamlining framework are raised in markets where there are *ILEC-ILEC* adjacencies. These concerns are not present where, as here, NuVox's adjacent markets involve a non-dominant CLEC operating "in geographic areas served by a dominant local exchange carrier" not a party to the transaction. See *Domestic Streamlining Order* at ¶¶ 31-32.

would continue to face multiple competitors as a combined company:¹⁵ These overlaps, which affect fewer than 1 percent of NuVox's customers, are:

Lexington, KY Market (three exchanges)

- the Lexington exchange, where NuVox serves 16,995 lines at 584 customer locations, and Windstream's ILEC subsidiary maintains 90,896 lines;
- the Nicholasville exchange, where NuVox serves 1,142 lines at 43 customer locations, and Windstream's ILEC subsidiary maintains 11,487 lines; and
- the Versailles exchange, where NuVox serves 977 lines at 28 customer locations, and Windstream's ILEC subsidiary maintains 8,597 lines.

Matthews, NC Market (four exchanges)

- the Indian Trail exchange, where NuVox serves 126 lines at 4 customer locations, and Windstream's ILEC subsidiary maintains 6,157 lines;
- the Matthews exchange, where NuVox serves 489 lines at 18 customer locations, and Windstream's ILEC subsidiary maintains 31,908 lines;
- the Mooresville exchange, where NuVox serves 2,683 lines at 97 customer locations, and Windstream's ILEC subsidiary maintains 26,119 lines; and
- the Waxhaw exchange, where NuVox serves 40 lines at 1 customer location, and Windstream's ILEC subsidiary maintains 9,298 lines.

Lexington, SC Market (one exchange)

- the Lexington exchange, where NuVox serves 2,341 lines at 92 customer locations, and Windstream's ILEC subsidiary maintains 25,603 lines.

In each of those markets, Windstream faces direct and potential competition by numerous other competitive carriers (with focus on business customers):

¹⁵ Applicants have excluded from this list the Broken Arrow, Oklahoma exchange. In that market, Windstream is the ILEC and NuVox has a single insignificant interexchange resale account (currently generating less than \$20 in monthly revenue) and terminates local traffic from its adjacent CLEC operations in Tulsa via an AT&T tandem facility, but does not actively market service to customers there.

Lexington, KY

- In Lexington, Windstream and NuVox compete with AT&T, Aero Communications, ALEC, Birch Communications, Granite), Insight, Kentucky Data Link, Level 3, Verizon Business, Navigator, Norlight/Cinergy, NOS, Pae Tec, Telcove, Terablu, and twtelecom.
- In Nicholasville, Windstream and NuVox compete with Aero Communications, ALEC, Granite, Insight, Level 3, Verizon Business, Navigator, Southeast Telephone, Sprint, and twtelecom.
- In Versailles, Windstream and NuVox compete with twtelecom, Navigator, Southeast Telephone, Sprint, and Telcove.

Matthews, NC

- In Matthews, Windstream and NuVox compete with AT&T, tw telecom, Granite, Level 3, Verizon Business, Pae Tec, Sprint (wholesale) and Vonage small business.
- In Indian Trail, Windstream and NuVox compete with Granite, Level 3, Sprint, and twtelecom.
- In Mooresville, Windstream and NuVox compete with AT&T, Granite (Resale), Level 3, Verizon Business, Pae Tec, Sprint, and twtelecom.
- In Waxhaw, Windstream and NuVox compete with Granite, Level 3, Verizon Business, Sprint, and twtelecom.

Lexington, SC

- In Lexington, South Carolina. Windstream and NuVox compete with AT&T, Pond Branch, Vonage small business, Verizon Business, Sprint Telecom, Sprint, twtelecom, Time Warner Cable, and face potential competition from Comcast.

The Commission has uniformly approved non-RBOC transactions involving a limited number of overlapping and/or adjacent exchanges affecting a limited number of access lines.¹⁶

¹⁶ See, e.g., *Windstream-D&E* at 1; *Windstream-CTC* at 1; *Global Crossing/Citizens* at ¶¶ 1, 5-8; Public Notice, *Wireline Competition Bureau Grants Consent for Transfer of Control of Hartman Tel. Exchanges, Inc. to Randall J. Raile and Kacey L. Raile*, WC Docket No. 04-320, DA 04-3225, n.3 (WCB rel. Oct. 13, 2004); *TDS-Chorus*, 16 FCC Rcd. at 15297-99; *Madison River* at 1-3 and *Madison River Grant*; Public Notice, *Wireline Competition Bureau Grants Consent for Transfer of Control of Certain Affiliates of MJD Services Corp. to Golden West Telephone Properties, Inc.*, WC Docket No. 03-186, DA 03-3004, n.2 (WCB rel. Sept. 30, 2003). See also Public Notice, *Wireline Competition Bureau Grants Consent for Transfer of*

This Transaction clearly meets this standard.¹⁷ As noted, among Windstream's over 1,000 ILEC exchanges there are only eight *de minimis* ILEC-CLEC overlaps resulting from this Transaction, limited to three discrete geographic markets, and there are no ILEC adjacencies.¹⁸ Importantly, the combined company will face significant competition in the enterprise market.¹⁹ Moreover, the combined company will be a more effective competitor in those markets where one or both Applicants are CLECs.²⁰ As noted above, the Commission has routinely granted applications in these circumstances.

D. International Section 214 Public Interest Considerations

Approval of the Transaction (i) will promote and preserve competition in the international telecommunications marketplace and (ii) will ensure that Windstream has the necessary authority to continue to offer seamless international services to existing NuVox customers. The Transaction poses no risk of anticompetitive impact on the U.S. international

Control of Berkshire Tel. Co. to Fairpoint Communications, Inc., WC Docket No. 03-184, DA 05-1095, n.5 (WCB rel. Apr. 15, 2005).

¹⁷ See *Global Crossing/Citizens* at ¶ 7.

¹⁸ In contrast, *Global Crossing/Citizens* involved adjacencies in four states, and involved 71 exchanges ranging from a couple hundred to nearly 300,000 access lines. See *Global Crossing Ltd. and Citizens Communications Co. Ex Parte Presentation*, CCB Pol. No. 00-1, at 5-6 and Attachment C. Windstream's acquisition of CT Communications entailed many adjacencies as well as the same number of ILEC-CLEC overlaps (eight total), and the Bureau found that the Commission's rationale from the *Global Crossing/Citizens* and *TDS-Chorus* supported approval of that transaction. See *Windstream-CTC* at 1; see also *Windstream-D&E* at 1; *Windstream-Lexcom* at 1.

¹⁹ See *Embarq-CenturyTel* at ¶ 19 ("[g]iven the enhanced revenue opportunities in serving enterprise customers, ... competitive LECs are more likely to target such customers when entering an area.").

²⁰ See *TDS-Chorus*, 16 FCC Rcd. at 15298 (transaction will "increase competition by making [combined company] a stronger competitor to" the ILEC in the affected markets). NuVox's subsidiaries are CLECs in Windstream Communications, Inc.'s CLEC markets in North Carolina and Little Rock, Arkansas.

telecommunications marketplace. Applicants together hold only a miniscule share of the international telecommunications market and therefore the Applicants would have no ability to adversely affect competition.²¹

In addition, the Commission's principal concern for "the exercise of foreign market power in the U.S. market" is that such market power "could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets."²² As the Commission explained further, "generally, this risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market."²³ As discussed herein, Windstream does not currently have and will not acquire any affiliations with foreign carriers – with market power or otherwise – as a result of the Transaction. Thus, consumers will not be harmed by the Transaction.

IV. SECTION 63.24 INFORMATION

In accordance with Section 63.24(e) of the Commission's rules, 47 C.F.R. § 63.24(e), the Applicants submit the following information in support of the instant application. Information is provided responsive to the provisions of Section 63.18 of the rules, paragraphs (a) through (p), as applicable.

²¹ See *supra* note 12 (describing Commission's international revenue data).

²² *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order and Order on Reconsideration, 12 FCC Rcd. 23891, 23951-54 (1997).

²³ See *id.*

Information for Transferor and Transferee

(a) Name, Address, and Telephone Number

Transferor:

NuVox, Inc.
Two N. Main Street
Greenville, SC 29601
Tel: (864) 672-5000
Fax: (864) 672-5313

Authorized Carriers (with FRN Information):

NuVox, Inc. (FRN 0004319414)
(See above for address and telephone number)

Transferee:

Windstream Corporation
4001 Rodney Parham Rd.
Little Rock, AR 72212
Tel: (501) 748-7000
Fax: (501) 748-7996

(b) Citizenship

Transferor:

NuVox, Inc. is a Delaware Corporation.

Authorized Carriers:

NuVox, Inc. and each of its international section 214-authorized carrier subsidiaries (listed in response to item (d) below) is a Delaware corporation, except for NewSouth Communications of Virginia, Inc., which is a Virginia corporation.

Transferee:

Windstream is a Delaware Corporation.

(c) **Contact Information**

For the Transferor and Authorized Carriers:

Riley M. Murphy
Executive Vice President & General Counsel
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For the Transferee:

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With a copy to:

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2300 N Street, NW Suite 700
Washington, DC 20037
Tel: (202) 783-4141
Fax: (202) 783-5851
Email: kpatrich@wbklaw.com

(d) **International Section 214 Authorizations**

Authorized Carriers:

NuVox, Inc. – File No. ITC-214-19990323-00165 (global facilities-based and resale).

The following entities provide (or are authorized to provide) international service pursuant to NuVox, Inc.'s authorizations pursuant to section 63.21(h) of the rules, 47 C.F.R. § 63.21(h): NuVox Communications, Inc.; NewSouth Communications of Virginia, Inc.; NuVox Communications of Arkansas, Inc.; NuVox Communications of Illinois, Inc.; NuVox Communications of Indiana, Inc.; NuVox Communications of Kansas, Inc.; NuVox Communications of Kansas, Inc.; NuVox Communications of Missouri, Inc.; NuVox Communications of Ohio, Inc.; and NuVox Communications of Oklahoma, Inc.

Transferor:

See above for NuVox, Inc.

Transferee:

Windstream Corporation holds no international Section 214 authorization in its own right.²⁴

Information for Transferee

(h) **Ten Percent or Greater Interest Holders**

Windstream is (and will remain post-closing) a publicly-traded company with no 10 percent or greater interest holders.

(i) **Foreign Carrier Affiliation Certification**

Windstream certifies that it and its subsidiaries will have no foreign carrier affiliations upon consummation of the Transaction.

²⁴ Windstream's authorized subsidiaries provide international telecommunications services pursuant to the following international Section 214 authorizations: File Nos. ITC-214-2006-0816-00433; ITC-214-20000719-00451; ITC-214-19981110-00835; ITC-214-20010802-00418; ITC-214-20060501-00261; ITC-214-19930405-00054; and ITC-214-19970707-00382. The Commission has also approved the transfer of control of Lexcom, Inc. and its respective international Section 214-authorized subsidiary to Windstream. See Public Notice, DA 09-2331, File No. ITC-T/C- 20090922-00419 (IB rel. Oct. 29, 2009) (File No. ITC-214-19930302-00003).

(j) Foreign Carrier and Destination Countries

Windstream certifies that upon consummation of the Transaction: (1) it will not be a foreign carrier; (2) it will not control any foreign carriers; (3) no entity that will own more than 25 percent of or control Windstream controls a foreign carrier; and (4) two or more foreign carriers (or parties that control foreign carriers) will not own, in the aggregate, more than 25 percent of Windstream.

(k) WTO Membership of Destination Countries

Not applicable.

(l),(m) Nondominant Regulatory Classification

Not applicable. As Windstream will have no foreign carrier affiliations, it is entitled to continued nondominant regulatory classification pursuant to Section 63.10(a)(1) of the rules, 47 C.F.R. § 63.10(a)(1).

(n) Special Concessions Certification

Windstream certifies that it has not agreed to accept special concessions directly or indirectly from any foreign country with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Abuse Act of 1988 Certification

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, 47 C.F.R. § 1.2001-1.2003, that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing

As Windstream is not a foreign carrier and does not have any foreign carrier affiliations, the instant application qualifies for streamlined processing pursuant to Section 63.12 of the rules, 47 C.F.R. § 63.12.

V. TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORITY

Pursuant to Section 63.04(b) of the rules, 47 C.F.R. § 63.04(b), information responsive to Section 63.04(a)(6)-(a)(12) of the rules is provided in Exhibit A.

VI. CONCLUSION

For the foregoing reasons, Applicants request Commission consent to the transfer of control of NuVox and its subsidiaries to Windstream in connection with the Transaction described herein.

Respectfully submitted,

WINDSTREAM CORPORATION

NUVOX, INC.

By: 

By: _____

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Its Attorneys

Its Attorneys

November 18, 2009

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November 18, 2009

EXHIBIT A

Transfer of Control of Domestic Section 214 Authority Information Responsive to Section 63.04(a)(6)-(a)(12) of the Rules

1. Description of Transaction (§ 63.04(a)(6))

The Transaction is described in Section II.

2. Description of Geographic Service Area and Services in Each Area (§ 63.04(a)(7))

Applicants' wireline domestic interstate and international services are described in detail in Sections I and III. NuVox and Windstream subsidiaries both presently offer resold domestic interstate and international interexchange services in their service territories, and Windstream subsidiaries will continue to offer such services after consummation of the merger.

3. Streamlined Processing (§ 63.04(a)(9))

Applicants do not seek streamlined processing of the domestic interstate Section 214 application.

4. Other Related Applications (§ 63.04(a)(9))

Not applicable.

5. Statement of Imminent Business Failure (§ 63.04(a)(10))

Not applicable.

6. Separately Filed Waiver Requests (§ 63.04(a)(11))

Not applicable.

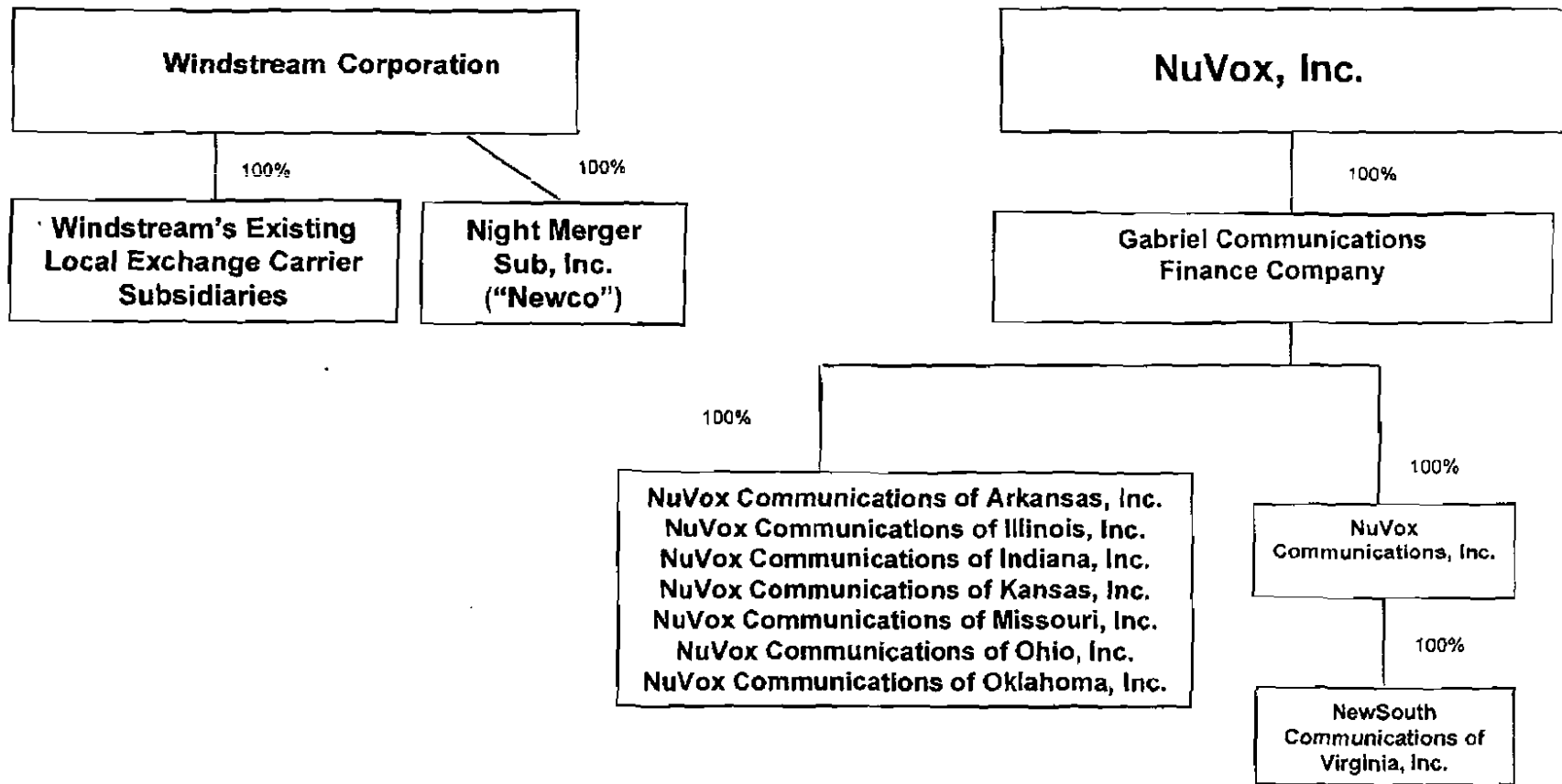
7. Public Interest Statement (§ 63.04(a)(12))

See Section III.

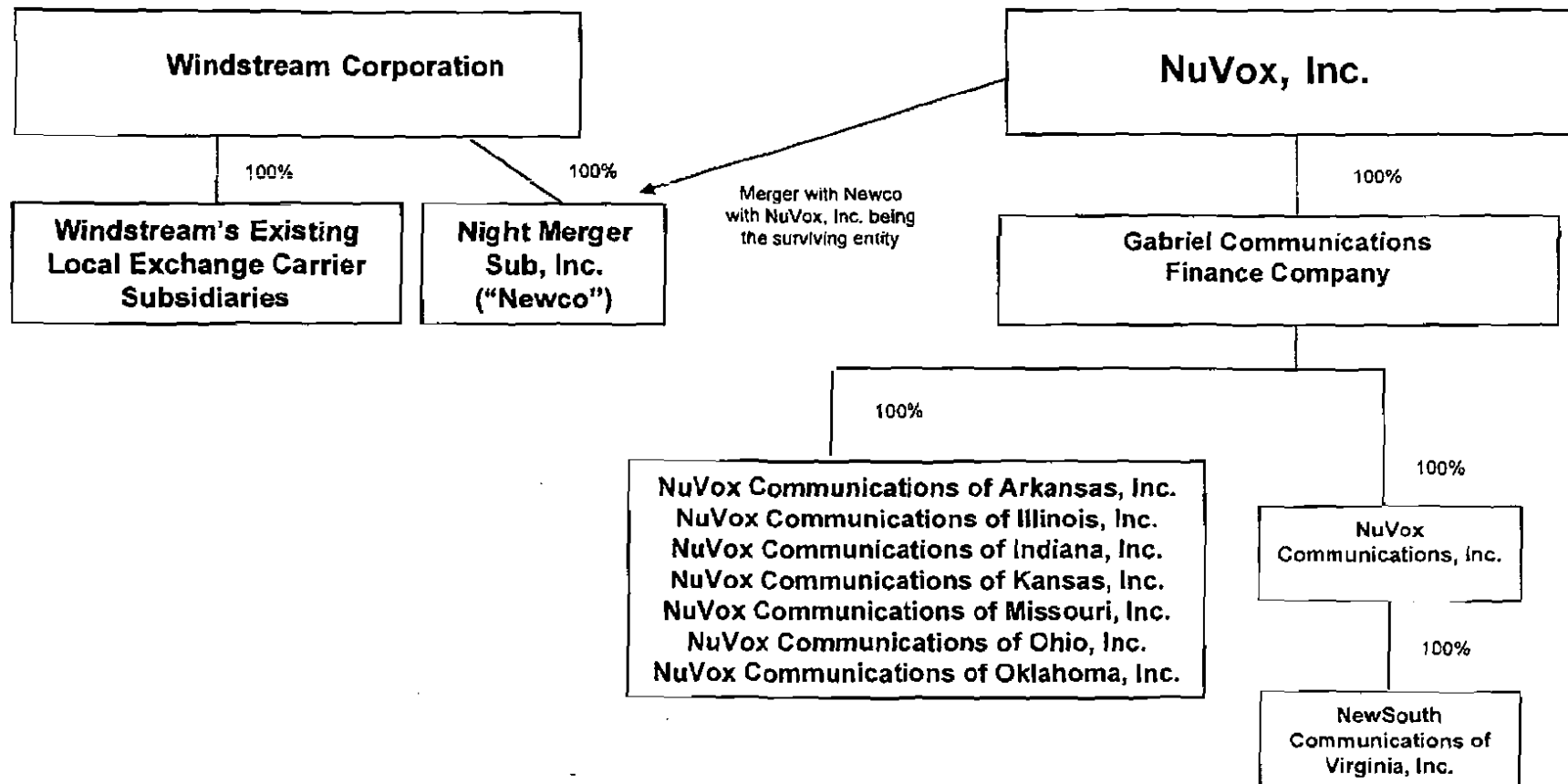
EXHIBIT B

Diagrams Illustrating the Transaction

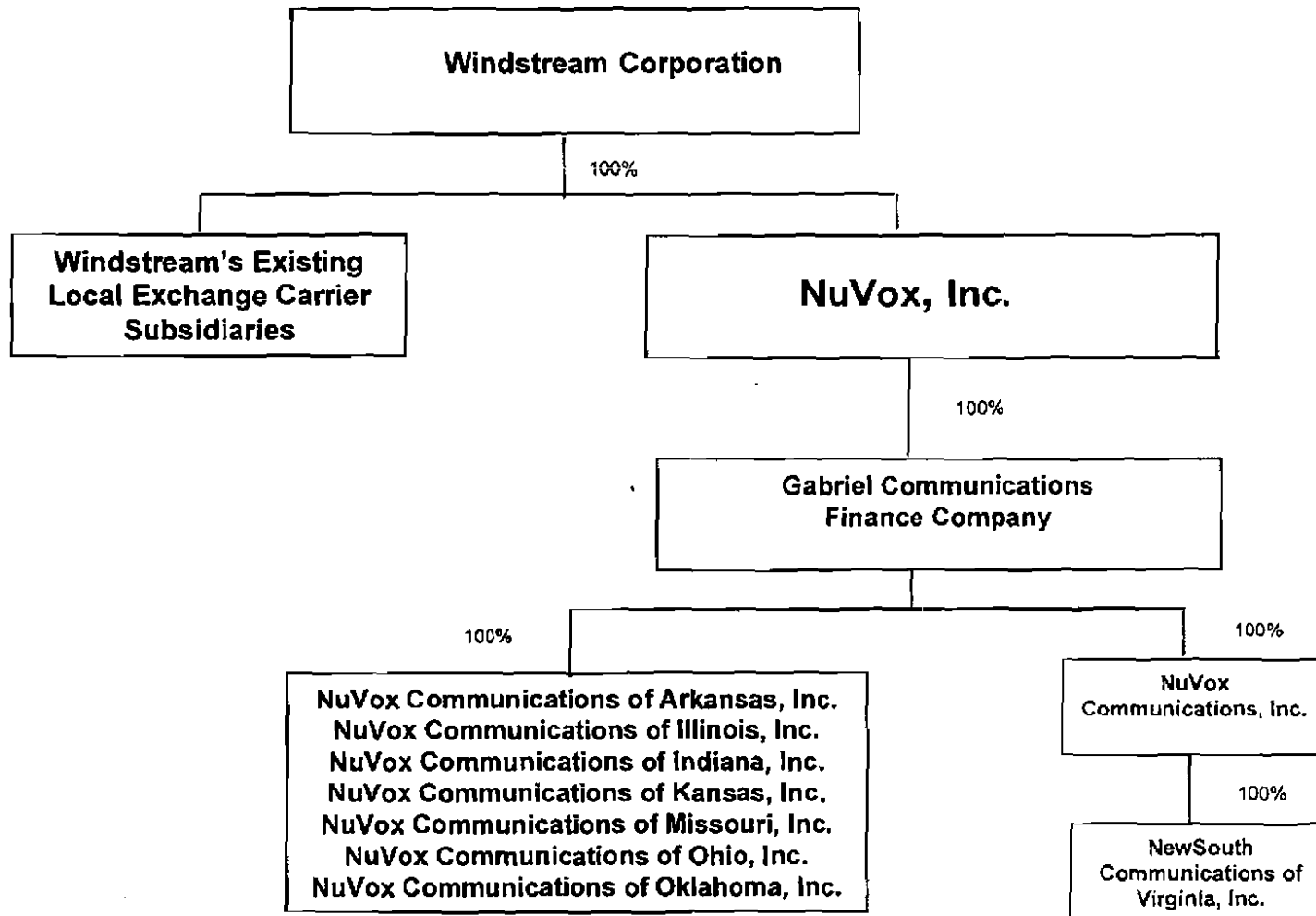
Existing Corporate Structures



Transaction



Post-Transaction Corporate Structure



US BANK/FCC NOV 19 2009

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wilkinson Barker Knauer, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-783-4141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003775731		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Windstream Corporation			
(14) STREET ADDRESS LINE NO. 1 4001 Rodney Parham Rd.			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Little Rock		(17) STATE AR	(18) ZIP CODE 72212
(19) DAYTIME TELEPHONE NUMBER (include area code) 501-748-7000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014400220		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C		SPECIAL USE FCC USE ONLY
Page No 2 of 2 USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME NuVox, Inc.		
(14) STREET ADDRESS LINE NO. 1 Two N. Main Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Greenville	(17) STATE SC	(18) ZIP CODE 29601
(19) DAYTIME TELEPHONE NUMBER (include area code) (864) 672-5000		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004319414		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2